

Company registration number 09274291 (England and Wales)

CNG FUELS LTD
INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE 3 MONTH PERIOD ENDED 30 JUNE 2025

CNG FUELS LTD

COMPANY INFORMATION

Directors	Mr B J Gowrie-Smith	
	Mr P E Fjeld	
	Mr I M Hussain	(Appointed 11 April 2025)
	Mr C J Tanner	(Appointed 11 April 2025)
	Ms S Trivellato	(Appointed 11 April 2025)
Company number	09274291	
Registered office	1010 Eskdale Road Winnersh Triangle Wokingham Berkshire RG41 5TS	

CNG FUELS LTD

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GROUP STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 30 JUNE 2025

	Notes	Period ended 30 June 2025 £
Revenue	2	28,847,580
Cost of sales		(24,095,821)
Gross profit		4,751,759
Administrative expenses		(3,858,813)
Other gains and losses		277,198
EBITDA		1,170,144
Depreciation of property, plant and equipment	4	(1,519,031)
Shareholder loan finance costs	8	(2,219,178)
Other finance costs		(136,016)
Loss before taxation		(2,704,081)
Income tax income		36,863
Recognition of deferred tax asset		7,639,982
Profit for the period		4,972,764
Other comprehensive income		
Currency translation		60,848
Loss for the period and total comprehensive expense		5,033,612
Total comprehensive expense for the period is attributable to:		
- Owners of the parent company		4,535,019
- Non-controlling interests		498,593
		5,033,612

CNG FUELS LTD

GROUP STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2025

	Notes	30 June 2025 £	31 March 2025 £
Non-current assets			
Goodwill	3	67,917,573	-
Property, plant and equipment	4	101,345,399	5,000,838
Investments	5	334	6,072,032
Deferred tax asset		7,639,982	-
		<u>176,903,288</u>	<u>11,072,870</u>
Current assets			
Inventories		2,405,449	540,580
Trade and other receivables	7	19,256,512	25,207,801
Current tax recoverable		432,594	-
Cash and cash equivalents		11,245,247	2,693,717
Derivative financial instruments		299,410	-
		<u>33,639,212</u>	<u>28,442,098</u>
Current liabilities			
Trade and other payables	9	18,637,840	38,862,813
Borrowings	8	81,383	32,843,797
Lease liabilities	11	1,586,483	852,158
		<u>20,305,706</u>	<u>72,558,768</u>
Net current assets/(liabilities)		<u>13,333,506</u>	<u>(44,116,670)</u>
Non-current liabilities			
Borrowings	8	102,362,249	-
Lease liabilities	11	6,940,841	3,010,170
Deferred tax liabilities		118,716	-
Long term provisions		480,709	77,543
		<u>109,902,515</u>	<u>3,087,713</u>
Net assets/(liabilities)		<u>80,334,279</u>	<u>(36,131,513)</u>
Equity			
Called up share capital	12	14,993	7,465
Share premium account		110,024,969	5,423,060
Capital contribution reserve		1,983,893	1,857,878
Non-controlling interest		7,195,321	-
Retained deficit		(38,884,897)	(43,419,916)
Total equity		<u>80,334,279</u>	<u>(36,131,513)</u>

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GROUP STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 30 JUNE 2025

	Notes	Share capital £	Share premium account £	Capital contribution reserve £	Non-controlling interest £	Retained earnings £	Total £
Balance at 1 April 2024		7,465	5,423,060	1,244,589	-	(22,885,426)	(16,210,312)
Year ended 31 March 2025:							
Loss and total comprehensive expense		-	-	-	-	(20,534,490)	(20,534,490)
Capital contributions received		-	-	613,289	-	-	613,289
Balance at 31 March 2025		7,465	5,423,060	1,857,878	-	(43,419,916)	(36,131,513)
Period ended 30 June 2025:							
Profit for the period		-	-	-	450,889	4,521,875	4,972,764
Other comprehensive income:							
Currency translation differences		-	-	-	47,704	13,144	60,848
Total comprehensive income		-	-	-	498,593	4,535,019	5,033,612
Acquisition of subsidiary		-	-	-	6,696,728	-	6,696,728
Issue of share capital	12	7,528	104,601,909	-	-	-	104,609,437
Capital contributions received		-	-	126,015	-	-	126,015
Balance at 30 June 2025		14,993	110,024,969	1,983,893	7,195,321	(38,884,897)	80,334,279

Share premium includes £59,730,649 of preference equity associated with 899,593 A shares and £6,345,109 of preference equity associated with 599,729 B shares. These preference equity balances carry a minimum return hurdle growing at 10% per annum from the date of issue.

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2025

1 Explanatory notes to the interim financial statements

General information, basis of preparation and statement of compliance with IFRS

CNG Fuels Ltd is a private company limited by shares and incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The registered office is 1010 Eskdale Road, Winnersh Triangle, Wokingham, Berkshire, RG41 5TS. The Group's principal activities and nature of its operations are disclosed in the explanatory notes below.

The Interim Financial Statements are for the three months ended 30 June 2025 and are presented in sterling, which is the functional currency of all entities within the Group, other than subsidiaries incorporated outside of the UK, for which the functional currency is Euros.

The Interim financial statements are not the statutory financial statements of the Group, and do not include all of the information required in annual financial statements in accordance with IFRS and should be read in conjunction with the consolidated financial statements for the year ended 31 March 2025. These interim financial statements contain selected primary statements and supporting notes, and as such do not comply with IAS 34 Interim Financial Statements.

1.1 Nature of operations

Following the acquisition of 2 related operating groups during the period, the CNG Fuels Group now encompasses all aspects of sourcing and delivering renewable transport fuel to the UK market, in the form of compressed natural gas.

The principal activities of the Group continued to be that of the construction, development and operation of compressed natural gas fuelling stations in the UK. The Group now also sources its own biomethane.

These activities generate a number of revenue streams which disaggregated into the following service lines:

- Sales of compressed natural gas
- Generation and sale of Renewable Transport Fuel Certificates

CNG Fuels Ltd itself also provides the following service lines to fellow group subsidiaries, which following the transaction detailed in note 1.4 will no longer be presented within the consolidated results of the Group as a result of intragroup elimination:

- Reimbursement of operating costs
- Station management fees
- EPC contracts

1.2 Significant accounting policies

The Interim Financial Statements have been prepared in accordance with the accounting policies adopted in the Group's most recent annual financial statements for the year ended 31 March 2025, with the addition of accounting policies specific to the newly acquired sub-groups during the period, Renewable Transport Fuel Services Limited group and CNG Foresight Limited group, who also draw their most recent financial statements to 31 March 2025.

1.3 Critical accounting estimates and key sources of estimation uncertainty

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgements, estimates and assumptions made.

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 JUNE 2025

1 Explanatory notes to the interim financial statements

(Continued)

1.4 Significant events and transactions in the period

On 11 April 2025, the CNG Fuels Group completed a significant transaction involving its parent undertaking at the time, ReFuels N.V. ("ReFuels"), and the Foresight Group ("Foresight"). This transaction has positioned CNG Fuels as a leading clean fuel infrastructure platform with the UK's largest station network for renewable biomethane. The Company is now self-funded and infrastructure-backed, targeting a capacity to serve 20,000 heavy goods vehicles (HGVs) per day by the end of 2028. Currently, CNG Fuels is refuelling 10% of the UK's 4x2 fleet, with new 6x2 CNG trucks from Iveco and Scania opening a market six times larger. The transaction provides a strong foundation for value creation, with significant potential upside from the sourcing of biomethane and RTFCs. This strategic alignment of biomethane sourcing, refuelling infrastructure, and certificate generation under one entity unlocks new sources of capital, enabling CNG Fuels to double its capacity over the next three years. The transaction was undertaken to achieve these goals by restructuring the capital and borrowings of the Group, and to consolidate the other relevant UK entities under one company, being CNG Fuels Ltd.

The transaction resulted in the following business combinations arising with CNG Fuels Ltd as the acquirer on 11 April 2025. All acquisitions are now held by CNG Fuels with 100% ownership, except where otherwise stated:

- CNG Foresight Limited and subsidiaries
- CNG Investments Limited
- Renewable Transport Fuel Services Limited and subsidiaries (78.43% owned)

In addition to the impact of the business combinations detailed within this note, the transaction restructured the debt and equity composition of CNG Fuels, with the principal changes being as follows:

- The loans payable to Foresight as detailed in note 23 of £32.6 million were deemed repaid.
- The parent company at the reporting date, ReFuels, now owns 40% of the ordinary share capital of CNG Fuels, which will be its only assets following the transfer of shares in the RTFC generating business.
- ReFuels has a return (ratchet) mechanism that may increase its share of distributions from CNG Fuels up to 55%, based on the valuation of CNG Fuels in certain future value realisation scenarios.
- Foresight received £150.1 million in shareholder debt and equity instruments from CNG Fuels, elements of which carrying a 10% coupon per annum.
- ReFuels received £15.95 million in shareholder debt and equity instruments from CNG Fuels, elements of which also carry a 10% coupon per annum.
- ReFuels and Foresight can accrue an additional return of up to £18 million each over three years, dependent on milestones that are based on successful distributions from the RTFC generating business.

1.5 Deferred tax asset

During the period, management undertook a review of the accumulated tax losses of all Group entities and their eligibility to relieve the taxable profits of fellow group undertakings to the benefit of the consolidated Group. Management have elected to recognise a deferred tax asset in respect of the UK tax losses the Group has at its disposal, which are in excess of its deferred tax liabilities at the reporting date.

This has resulted in a significant deferred taxation credit being recognised through the Group's statement of comprehensive income during the period, to bring the deferred tax asset onto the statement of financial position. The deferred tax asset has been measured at 25% of the excess losses, being the main rate of UK corporation tax the losses are expected to relieve in the future.

Management judge the successful utilisation of these losses to be both probable and within a time period for which reliable business forecasts address.

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NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 JUNE 2025

2 Revenue

	Jun-25 £
Revenue analysed by class of business	
Natural gas	18,711,183
RTFC sales	9,781,324
Reimbursement of operating costs	432,279
Station management fees	42,238
Other services	12,352
	<u>28,847,580</u>
	<u>28,847,580</u>
	Jun-25 £
Revenue analysed by geographical market	
United Kingdom	24,572,170
Rest of Europe	4,275,410
	<u>28,847,580</u>
	<u>28,847,580</u>

3 Intangible assets

	Goodwill £
Cost	
Additions including business combinations	67,917,573
	<u>67,917,573</u>
At 30 June 2025	<u>67,917,573</u>
Carrying amount	
At 30 June 2025	<u>67,917,573</u>
	<u>67,917,573</u>

During the period the Group completed a transaction which saw 2 major business combinations of related operating groups becoming subsidiaries of the Group. At the time of signing these interim financial statements, work on the appropriate acquisition accounting and valuations were still ongoing, to assess the fair value of assets and liabilities acquired, including any separately identifiable intangible assets.

As such, excess consideration has provisionally been presented as goodwill within this report, but is likely to be partly reclassified upon finalisation of valuation reports.

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 30 JUNE 2025

4 Property, plant and equipment

	Freehold land and buildings	Leasehold land and buildings	Leasehold improvements	Assets under construction	Plant and equipment	Fixtures and fittings	Computers	Motor vehicles	Total
	£	£	£	£	£	£	£	£	£
Cost									
At 1 April 2024	-	1,438,152	40,719	-	2,715,267	-	-	2,673,576	6,867,714
Additions	448,775	1,635,457	108,486	1,747,888	369,232	-	-	950,868	5,260,706
Disposals	(448,775)	-	-	(1,747,888)	(248,206)	-	-	(239,868)	(2,684,737)
At 31 March 2025	-	3,073,609	149,205	-	2,836,293	-	-	3,384,576	9,443,683
Additions including business combinations	6,024,294	2,576,234	36,263	7,534,004	81,676,143	4,107	12,547	-	97,863,592
Disposals	-	(325,641)	-	-	-	-	-	-	(325,641)
At 30 June 2025	6,024,294	5,324,202	185,468	7,534,004	84,512,436	4,107	12,547	3,384,576	106,981,634
Accumulated depreciation and impairment									
At 1 April 2024	-	535,549	9,575	-	1,245,168	-	-	1,537,177	3,327,469
Charge for the period	-	639,583	25,804	-	319,133	-	-	532,361	1,516,881
Impairment loss (profit or loss)	-	-	-	-	11,653	-	-	23,166	34,819
Eliminated on disposal	-	-	-	-	(196,456)	-	-	(239,868)	(436,324)
At 31 March 2025	-	1,175,132	35,379	-	1,379,498	-	-	1,852,836	4,442,845
Charge for the period	-	143,769	7,798	-	1,220,772	426	1,277	144,989	1,519,031
Eliminated on disposal	-	(325,641)	-	-	-	-	-	-	(325,641)
At 30 June 2025	-	993,260	43,177	-	2,600,270	426	1,277	1,997,825	5,636,235
Carrying amount									
At 30 June 2025	6,024,294	4,330,942	142,291	7,534,004	81,912,166	3,681	11,270	1,386,751	101,345,399
At 31 March 2025	-	1,898,477	113,826	-	1,456,795	-	-	1,531,740	5,000,838

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 JUNE 2025

5 Investments

	Non-current Jun-25 £	Mar-25 £
Investments in associates	-	1
Investments in joint ventures	-	6,071,697
Other investments	334	334
	<u>334</u>	<u>6,072,032</u>

Fair value of financial assets carried at amortised cost

Except as detailed below the directors believe that the carrying amounts of financial assets carried at amortised cost in the financial statements approximate to their fair values.

Movements in non-current investments

	Shares in associates and joint ventures £	Other investments £	Total £
Cost or valuation			
At 1 April 2025	6,071,698	334	6,072,032
Acquisition of subsidiaries	(6,071,698)	-	(6,071,698)
	<u>-</u>	<u>334</u>	<u>334</u>
At 30 June 2025	-	334	334
Carrying amount			
At 30 June 2025	<u>-</u>	<u>334</u>	<u>334</u>
At 31 March 2025	<u>6,071,698</u>	<u>334</u>	<u>6,072,032</u>

6 Subsidiaries

Details of the key subsidiaries of the CNG Fuels Ltd Group at 30 June 2025 are shown below. Both sub-groups became subsidiaries of the Group during the period.

Name of undertaking	Registered office	Principal activities	Class of shares held	% Held
Renewable Transport Fuel Services Limited (and subsidiaries)	United Kingdom	Sourcing and delivery of biomethane and sale of RTFCs	Ordinary	78.40
CNG Foresight Limited (and subsidiaries)	United Kingdom	Operation of compressed natural gas refuelling stations	Ordinary	100.00

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 JUNE 2025

7 Trade and other receivables

	Current		Non-current	
	Jun-25	Mar-25	2025	2025
	£	£	£	£
Trade receivables	7,168,080	5,114,010	-	-
VAT recoverable	829,181	-	-	-
Accrued income	9,379,256	19,008,774	-	-
Amount owed by parent undertaking	726,274	-	-	-
Amounts owed by joint ventures	-	298,776	-	-
Other receivables	482,746	357,318	-	-
Prepayments	670,975	428,923	-	-
	<u>19,256,512</u>	<u>25,207,801</u>	<u>-</u>	<u>-</u>

8 Borrowings

	Current		Non-current	
	Jun-25	Mar-25	Jun-25	Mar-25
	£	£	£	£
Borrowings held at amortised cost:				
Shareholder loans	-	-	102,362,249	-
Loans from parent undertaking	-	268,893	-	-
Loans from related parties	81,383	32,574,904	-	-
	<u>-</u>	<u>32,574,904</u>	<u>-</u>	<u>-</u>

The Group has outstanding preference shareholder loans which carry interest at a rate of 10% per annum. In accordance with the terms of the loan agreements, interest is not payable periodically but is instead accrued and added to the principal balance of the loans.

9 Trade and other payables

	Jun-25	Mar-25
	£	£
Trade payables	11,936,578	17,654,615
Contract liabilities (note 10)	-	51,000
Amounts owed to related parties	8,544	137,660
Accruals	5,178,465	15,530,501
Social security and other taxation	1,389,355	5,462,482
Other payables	124,898	26,555
	<u>18,637,840</u>	<u>38,862,813</u>

10 Contracts with customers

	Jun-25	Mar-25	Mar-25
	Period end	Period end	Period start
	£	£	£
Balances relating to contracts in progress			
Contract liabilities	-	(51,000)	(247,443)
	<u>-</u>	<u>(51,000)</u>	<u>(247,443)</u>

CNG FUELS LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 JUNE 2025

10 Contracts with customers

(Continued)

Contract liability balances relate to revenue that is invoiced to contract customers before performance obligations specified in the underlying contracts are satisfied, and hence revenue is recognised. The balance at the reporting date relates principally to EPC revenue invoiced to customers ahead of satisfaction of the corresponding performance obligation, being the construction progress milestones specified in the contracts. Where such revenue is invoiced in advance of completion of the EPC milestone, or for services not yet provided, it is deferred accordingly to the period in which criteria for recognition of the revenue is satisfied. Contract liabilities are recognised on the statement of financial position until the criteria for revenue recognition is fulfilled.

All revenues within contract liabilities are realised within 3 months of the reporting date.

Following the acquisition of the CNG Foresight Limited group during the period, the Group does not expect to have any further contract liabilities.

11 Lease liabilities

	Jun-25 £	Mar-25 £
Maturity analysis of lease payments		
Within one year	2,178,351	1,125,767
In two to five years	4,190,218	2,439,451
In over five years	3,015,922	1,964,176
Total undiscounted liabilities	9,384,491	5,529,394
Future finance charges and other adjustments	(857,167)	(1,667,066)
Lease liabilities in the financial statements	8,527,324	3,862,328

Discounted lease liabilities are classified based on the amounts that are expected to be settled within the next 12 months and after more than 12 months from the reporting date, as follows:

	Jun-25 £	Mar-25 £
Current liabilities	1,586,483	852,158
Non-current liabilities	6,940,841	3,010,170
	8,527,324	3,862,328

12 Share capital

	Jun-25 Number	Mar-25 Number	Jun-25 £	Mar-25 £
Ordinary share capital Issued and fully paid				
Ordinary of 1p each	-	746,506	-	7,465
A Ordinary of 1p each	899,593	-	8,996	-
B Ordinary of 1p each	599,729	-	5,997	-
D Ordinary of 1p each	2	-	-	-
	1,499,324	746,506	14,993	7,465

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NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) *FOR THE PERIOD ENDED 30 JUNE 2025*

13 Related party transactions

Following the transaction on 11 April 2025 detailed in the notes to the interim financials, the Group now includes the primary related parties which the CNG Fuels Group previously transacted with. As such, disclosable related party transactions are now significantly reduced from the previously filed 31 March 2025 statutory accounts.